

EXHIBIT A

Retention Order



**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

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PROPOSED ATTORNEYS FOR DEBTOR

Order Filed on June 14, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

McCARTER & ENGLISH, LLP

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**PROPOSED SPECIAL COUNSEL FOR
DEBTOR**

In re:

LTL MANAGEMENT LLC,¹
Debtor.

Chapter 11

Case No.: 23-12825 (MBK)

Judge: Michael B. Kaplan

**ORDER AUTHORIZING RETENTION OF
MCCARTER & ENGLISH, LLP, EFFECTIVE AS OF APRIL 4, 2023**

The relief set forth on the following page is hereby **ORDERED**.

DATED: June 14, 2023

Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹

The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

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Debtor: LTL Management LLC

Case No. 23-12825-MBK

Caption: Order Authorizing Retention of McCarter & English, LLP, Effective as of April 4, 2023

Upon the applicant's, LTL Management LLC (the "Debtor"),² request for authorization to retain McCarter & English, LLP ("McCarter") as special insurance counsel and New Jersey talc mesothelioma counsel to the Debtor, effective as of April 4, 2023 it is hereby **ORDERED**:

1. The Application is Granted to the extent set forth below.

The professional's address is: McCARTER & ENGLISH, LLP
Four Gateway Center
100 Mulberry Street
Newark, NJ 07102

2. Pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, the Debtor is authorized to employ and retain McCarter as its special insurance counsel and New Jersey talc mesothelioma counsel in the Chapter 11 Case, effective as of April 4, 2023, the Petition Date.
3. Notwithstanding the Terms of Engagement attached as Exhibit A to the Application, McCarter shall file monthly, interim and final fee requests for allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules and the Local Bankruptcy Rules, the U.S. Trustee Guidelines (as defined below), and any other applicable procedures and orders of this Court, including any order approving interim compensation procedures. The rights of all parties in interest with respect to any such fee requests are fully preserved.
4. McCarter will bill only 50% for its services for non-working travel and McCarter will not seek reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any of McCarter's fee applications in this case.

² Capitalized terms used herein but not otherwise defined have the meanings given to them in the Application.

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Debtor: LTL Management LLC

Case No. 23-12825-MBK

Caption: Order Authorizing Retention of McCarter & English, LLP, Effective as of April 4, 2023

5. McCarter shall use its best efforts to avoid duplication of services provided by any of the Debtor's other retained professionals in this case.
6. McCarter shall not charge a markup with respect to fees billed by contract attorneys or independent contractors or subcontractors who are hired by McCarter to provide services in this matter and shall ensure that any such contract attorneys or independent contractors or subcontractors are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.
7. At least ten (10) days before implementing any increases in McCarter's rates for professionals in this case, McCarter shall file a supplemental affidavit with the Court explaining the basis for the rate increases in accordance with section 330 of the Bankruptcy Code. All parties in interest, including the U.S. Trustee, retain all rights to object to any rate increase on all grounds, including the reasonableness standard provided for in section 330 of the Bankruptcy Code.
8. McCarter will use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category").
9. McCarter will agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, Effective as of November 1, 2013* (the "U.S. Trustee Guidelines").
10. McCarter will provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the United States Trustee.
11. Notwithstanding anything to the contrary in the Application, all parties-in-interest have the right to object to any allocation of fees and expenses between the Debtor and Johnson & Johnson and/or any non-Debtor affiliates.

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Debtor: LTL Management LLC

Case No. 23-12825-MBK

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12. If the professional requested a waiver as noted below, it is Granted Denied.

- Waiver, under D.N.J. LBR 2014-2(b), of the requirements of D.N.J. LBR 2016-1.
- Waiver, under D.N.J. LBR 2014-3, of the requirements of D.N.J. LBR 2016-1 in a chapter 13 case. Payment to the professional may only be made after satisfactory completion of services.

13. The effective date of retention and employment is April 4, 2023.